

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

17012-B
RECORDED & INDEXED

1-056A002

VIA AIR COURIER

FEB 25 1991 -10:00 AM

INTERSTATE COMMERCE COMMISSION

February 25, 1991

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is an Addendum to the Use Agreement between Helm Financial Corporation and Wheeling & Lake Erie Railway Company.

Please file this supplement as ICC Recordation 17012-B. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

Karen Rahnasto

Karen Rahnasto
Fleet Operations Administrator

KS:po
Enclosures

FEB 25 10 02 AM '91
RECORDED & INDEXED

ADDENDUM
TO THE
USE AGREEMENT
BETWEEN

HELM FINANCIAL CORPORATION

AND

WHEELING AND LAKE ERIE RAILWAY COMPANY

17012B
FEB 25 1991 -10⁴⁵ AM
INTERSTATE COMMERCE COMMISSION

The following is an Addendum to the Use Agreement ("Agreement") dated August 24, 1990 between Helm Financial Corporation ("Helm") and Wheeling and Lake Erie Railway Company ("Railroad").

Whereas, Helm hereby represents that it has leased the sixteen (16) open top hopper cars fully described in Exhibit A hereto (hereinafter called the "Units") to Tradewater Railway Company ("TWRV");

Whereas, the Railroad desires to receive in assignment from TWRV all the Units under the terms and conditions of the Agreement.

IN WITNESS THEREOF, Helm and the Railroad each pursuant to due authority, have caused these presents to be signed in their respective names.

HELM FINANCIAL CORPORATION

By: [Signature]

Title: President

Date: _____

WHEELING & LAKE ERIE RAILWAY
COMPANY

By: [Signature]

Title: President

Date: 12/28/90

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

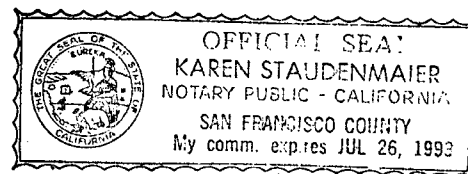
On this 22nd day of February, 1990, before me personally appeared Richard C. Kirchner to me personally known, who, being by me duly sworn, says that he is President of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier

Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]



STATE OF Pennsylvania)
) S
COUNTY OF Allegheny)

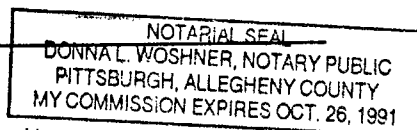
On this 3rd day of January, 1990, before me personally appeared J.C. Rooney, to me personally known, who, being by me duly sworn, says that he is President of Wheeling Lake Erie Railway Co. that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donna L. Woshner

Notary Public

My Commission Expires:

[Notarial Seal]



Member, Pennsylvania Association of Notaries

Interstate Commerce Commission

Washington, D.C. 20423

8/30/91

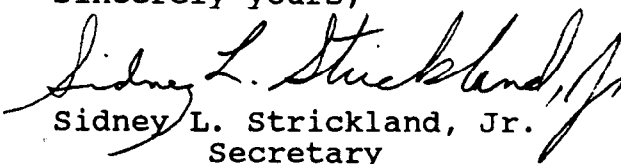
OFFICE OF THE SECRETARY

Karen Rahnasto-
Fleet Operations Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA. 94111

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/30/91 at 2:20PM, and assigned recordation number(s) 17012-C, 17510, 17511, 17511-A, 17511-B, 17511-C And 175-D.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

STATE OF

California

COUNTY OF

San Francisco

On this 29th day of August, 1991, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that he is Exec. V.P. of Helm Financial Corp. that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier

Notary Public

My Commission Expires:

July 26, 1993

[Notarial Seal]

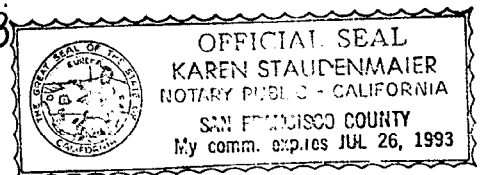


EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Numbers</u>
3,600 cubic foot, 100 ton roller bearing, open top hopper railcars	16	TWRY 504001 504002 504003 504004 504005 504006 504007 504008 504009 504010 504011 504012 504013 504014 504015 504016